

APPENDIX A

PROPOSED AMENDMENTS TO THE CONSTITUTION

OF



SENTORIA GROUP BERHAD

**(Company No. 463344-K)
[Incorporated in Malaysia]**

This is the Appendix A referred to in Agenda No. 9 (Special Resolution 1) of the Notice of 20th Annual General Meeting (“AGM”) of Sentoria Group Berhad dated 30 January 2019

Date and time of the 20 th AGM :	Thursday, 7 March 2019 at 10.30 a.m.
Venue of the 20 th AGM :	Arabian Ballroom 3, Bukit Gambang M.I.C.E Centre, Arabian Bay Resort, Bukit Gambang Resort City, 26300 Gambang, Pahang Darul Makmur

**THE COMPANIES ACT 2016
PUBLIC COMPANY LIMITED BY SHARES**

**CONSTITUTION
OF
SENTORIA GROUP BERHAD
(Company No. 463344-K)**

1. **Name**

The name of the Company is **SENTORIA GROUP BERHAD**.

2. **Registered office**

The registered office of the Company shall be situated in Malaysia.

3. **Limited liability**

The Company is a company limited by Shares and the liability of the Members of the Company is limited to the amount, if any, unpaid on Shares held by the Members.

4. **Definitions**

In this Constitution, unless the context otherwise requires, the following words, terms and expressions shall have the respective meanings hereby assigned to them:-

Words	Meanings
“ Act ”	the Companies Act 2016 and any statutory modification, amendment or re-enactment thereof and any and every other legislation made thereunder for the time being in force concerning companies and affecting the Company;
“ Alternate Director ”	any person who has been appointed and for the time being holds office as an alternate director of the Company in accordance with the provisions of this Constitution;
“ Applicable Laws ”	all laws, bye-laws, regulations, rules, orders and/or official directions for the time being in force and any statutory modification, amendment or re-enactment thereof affecting the Company and its subsidiaries, including but not limited to the Act, the Listing Requirements, Rules of the Depository and every other law for the time being in force concerning companies and affecting the Company and any other directives or requirements imposed on the Company by the Companies Commission of Malaysia, Securities Commission and/or other relevant regulatory bodies and/or authorities;
“ Article(s) ”	an article of this Constitution as originally framed or as from time to time altered by Special Resolution;

“Auditors”	a person who has been approved as an auditor under the Act and whose approval has not been revoked;
“Authorised Nominee”	has the meaning ascribed thereto in the Central Depositories Act;
“Board”	the Directors of the Company, from time to time, who number not less than the required quorum acting as a board of Directors;
“Central Depositories Act”	the Securities Industry (Central Depositories) Act 1991 and any statutory modification, amendment or re-enactment thereof and any and every other legislation made thereunder for the time being in force;
“Chairman”	the chairman for the time being of the Board;
“Company”	Sentoria Group Berhad (Company No. 463344-K);
“Constitution”	this constitution as originally framed or as altered from time to time by Special Resolution;
“Deposited Securities”	Securities standing to the credit of a Securities Account and includes Securities in a Securities Account that is in suspense;
“Depositor”	a holder of a Securities Account established by the Depository;
“Depository”	Bursa Malaysia Depository Sdn. Bhd. (Company No. 165570-W) or such other name by which it may be known from time to time;
“Director(s)”	person(s) who have been appointed and for the time being hold office as a Director of the Company in accordance with the provisions of the Act and this Constitution and, unless the context otherwise provides or requires, includes an Alternate Director;
“Exchange”	Bursa Malaysia Securities Berhad (Company No. 635998-W) or any other name as may be amended from time to time and any other stock exchange upon which the Shares of the Company may be listed or quoted;
“Exempt Authorised Nominee”	an Authorised Nominee which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act;
“Financial Statements”	has the meaning ascribed to it pursuant to Section 2 of the Act;
“Listing Requirements”	the Main Market Listing Requirements of Bursa Malaysia Securities Berhad including any amendments to the Listing Requirements that may be made from time to time;
“Market Day”	any day on which the stock market of the Exchange is open for trading in Securities;

“ Member(s) ”	any person or persons for the time being holding Shares in the capital of the Company and whose names appear in the Register of Members (except for the Bursa Depository Nominees Sdn. Bhd.) including a Depositor who shall be treated as if he was a member pursuant to Section 35 of the Central Depositories Act, but excludes the Depository (or its nominee company) in its capacity as a bare trustee;
“ Ordinary Resolution ”	has the meaning ascribed to it in Section 291 of the Act;
“ Record of Depositors ”	a record provided by the Depository to the Company under Chapter 24.0 of the Rules;
“ Register of Members ”	the register of Members to be kept pursuant to the Act;
“ Rules ”	the rules of the Depository as defined under the Central Depositories Act for the time being in force;
“ Seal ”	the common seal of the Company, any official seal of the Company for use in a place specified on the face of such seal outside Malaysia or the official seal to seal the Securities issued by the Company or documents creating or evidencing Securities so issued which shall have the word “ securities ” specified on the face of such seal, as the case may be, as referred to in the Act;
“ Secretary(ies) ”	any person or persons appointed to perform the duties of a secretary of the Company in accordance with the provisions of the Act and this Constitution;
“ Securities ”	has the meaning given in Section 2(1) of the Capital Markets and Services Act 2007, or any modification, amendment or re-enactment thereof for the time being in force;
“ Securities Account ”	an account established by the Depository for a Depositor for the recording of deposit or withdrawal of Securities and for dealings in such Securities by the Depositor;
“ Share(s) ”	share(s) in the Company; and
“ Special Resolution ”	has the meaning ascribed to it in Section 292 of the Act.

Expressions referring to “**writing**” or “**written**” shall include, unless the contrary intention appears, references to printing, lithography, photography and any other modes of representing or reproducing words, letters, figures or marks in a visible form or in any other form or manner, whether in hard copy or in electronic form sent by way of an electronic communication or otherwise in a form that allows the document and/or information to be easily accessible and reproduced into written, electronic or visible form.

Expressions referring to “**electronic communications**” shall include, but shall not be limited to, unless the contrary intention appears, references to delivery of documents or information in electronic form by electronic means to the address or number of the addressee, as permitted by the Applicable Laws.

5. **Interpretation**

Unless these be something in the subject or context inconsistent therewith:-

- 5.1 words denoting the singular number only shall include the plural and vice versa;
- 5.2 words denoting the masculine gender only shall include the feminine and neuter gender and vice versa;
- 5.3 words denoting persons shall include firms, partnerships, companies and corporations;
- 5.4 words and expressions defined in the Act shall when used herein bear the same meanings unless otherwise defined herein;
- 5.5 the headings and sub-headings in this Constitution are inserted for convenience of reference only and shall not affect the interpretation and construction of the provision therein;
- 5.6 the abbreviation “**RM**” or “**Ringgit Malaysia**” means the lawful currency of Malaysia;
- 5.7 where a word or phrase is given a defined meaning in this Constitution, any other grammatical form in respect of such word or phrase has a corresponding meaning;
- 5.8 the reference to a statute or a statutory provision herein shall be deemed to include any modification, re-enactment or consolidation thereof and any regulations, rules, orders or other statutory instruments made pursuant thereto;
- 5.9 any reference in this Constitution to a numbered Article shall be construed as a reference to the Article bearing that number in this Constitution;
- 5.10 the reference to “**any act or thing done**” includes, but shall not be limited to, the making of a determination or the passing of a resolution, the granting or exercise of a power (including delegated power), the execution of a document or the appointment or removal of any person from an office or position; and
- 5.11 save as aforesaid words or expressions defined in the Act, the Central Depositories Act, the Listing Requirements and the Rules shall where the context so permit bear the same meaning in this Constitution.

OBJECTS AND POWERS

6. **Objects**

The objects for which the Company is established are:-

- 6.1 to carry on the business of housing developers and building contractors and to develop and turn to account any land acquired by the Company or in which the Company is interested and in particular by laying out, subdividing and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings;

- 6.2 to purchase or otherwise acquire for investment lands, houses, buildings, plantations and other property of any tenure and any interest therein and any movable property of any description or any interest therein and to create and sell freehold and leasehold ground rents and to make advances upon the security of land or house, or other property or any interest therein and generally to sell, lease or exchange land and house property and any other property whether real or personal and whether for valuable consideration or not;
- 6.3 to carry on the business as general traders, dealers, importers, exporters, distributors, buying or selling commission agents and otherwise deal in goods, provisions, merchandise, commodities, plant and machinery and articles of all descriptions, both wholesale and retail, and to transact every kind of agency business;
- 6.4 to carry on in all their respective branches all or any of the businesses of builders, masonry, ready-made concrete and reinforced concrete specialists, general construction contractors and hauliers and among other things to construct, execute, carry out, equip, improve, work, develop, manage and control railways, roadways, tramways, docks, harbours, piers, wharves, bridges, canals, water-courses, reservoirs, dams, aqueducts, pipelines, quarries, embankments, irrigations, reclamations, sewage, drainage, and other sanitary works, water, gas, electric, telegraph, telephone, and other supply works, houses, buildings and erections of every kind;
- 6.5 to carry on the business of garage keepers, and suppliers of and dealers in plant, electricity and other motive power to motor and other things;
- 6.6 to enter into any contracts in relation to and to erect, construct, maintain, make, operate, own, alter, repair, pull down and restore either alone or jointly with any other companies or persons, works of all descriptions including wharves, docks, piers, railways, tramway, waterways, roads, bridges, warehouses, factories, mills, engines, machines, railway carriages and wagons, gas works, electric works, water works, drainage and sewerage works and buildings of every description;
- 6.7 to hold Shares or invest in, and to acquire, lease, promote or sell, and to manage, conduct or undertake the business of management or otherwise howsoever direct the operations of any business, Company, corporation, firm of any other whatsoever enterprise, undertaking or venture, and generally to undertake any of the business of a holding, or management company;
- 6.8 to carry or conduct all or any of the business of builders, carpenters, carriers, contractors, decorators, dredges, prospectors, job-masters, quarrymen, quarry proprietors, refiners and smelters, victuallers, agents, dealers, exporters and importers, merchants, makers or manufacturers for or in all goods lines matters and things including bricks, furniture, hardware, lime, metals, sands, stone, tiles, timber, terra cotta and all other building requisites, estate house or land agents;
- 6.9 to alter, construct, equip, operate, and own buildings and erections, mills, offices, vehicles and any other property of all and every description and type and for all purposes;

- 6.10 to carry on business as exporters, importers, cultivators, winners, sawmillers, and manufacturers of and dealers and traders in every description of timber, wood and cane, raw, manufactured or partly manufactured goods and articles of any description made entirely or partly of wood, timber or cane or any combination thereof, products and by-products of any descriptions obtained from wood, timber, cane or other forest or plant matter or thing of any whatsoever description, or resulting from the handling, manufacture, or processing of wood, timber, cane, or other forest products, plant matter or thing including coal, charcoal, paper, plastics and other synthetic materials;
- 6.11 to carry on the business of manufacturers of and dealers in paper of all kinds, and articles made from paper or pulp, and materials used in the manufacture or treatment of paper, including cardboards, railway and other tickets, mill boards, and wall and ceiling papers and to carry on the business of stationers, lithographers and publishers;
- 6.12 to carry on any whatsoever form of business, trade or undertaking whether as principals, agents, sub-agents or consignee, and to deal in any form of produce, matter or thing;
- 6.13 to manage, operate and maintain fuel, oil and petrol pumps, stations and retail and wholesale agencies, and garages, service stations, workshops and repair shops;
- 6.14 to obtain, procure, purchase, take on lease or sublease, exchange or otherwise acquire in any part of the world any concessions, grants, claims, licences, leases, options, rights or privileges for any mining objects or purposes or any mines, mining rights or concessions or any metalliferous lands, gavels or rivers, or any lands of whatsoever tenure or title containing or supposed to contain tin, precious stones, gold, silver, land, wolfram, copper, iron, oil, coal, or other valuable products and to explore, work, exercise, develop or otherwise turn to account, deal with or dispose of any such concessions, grants, claims, licenses, leases, mines, lands, options, rights or privileges and produce thereof;
- 6.15 to search for, win, get, work, raise, smelt, calcine, refine, dress, amalgamate, quarry, reduce, wash, crush and prepare for market, manipulate and make merchantable, buy, sell and deal in tin, iron and other metals, minerals and other mineral substances, precious stones and any other produce of any mines or properties, vegetable and other produce and material and substances of all kinds, and generally to carry on any metallurgical operations which may seem conducive to any of the Company's objects;
- 6.16 to construct, maintain, improve, develop, work, control, operate, and manage any waterworks, garages, and petrol, oil, fuel and service stations, gasworks, reservoirs, roads, tramways, electric power, heat and light supply works, telephone works, motels, guest house, rest houses, clubs, restaurants, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies, and other works and conveniences which the Company may think directly or indirectly conducive to these objects, and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof;
- 6.17 to carry on business as tourist and travel agents and contractors, and to facilitate tourism and travelling, and to provide for tourists, travellers, holiday-makers and vacationers, and to promote the provision of all whatsoever amenities, conveniences and facilities including passages, tickets, through tickets, circular tickets, sleeping cars and berths, reserved places, and carriage and transport of all kinds, including the hire of any form or system of transport;

- 6.18 to provide hotel and lodging facilities and all other kinds of accommodation, guides, safe deposits, inquiry bureaus, libraries, baggage transport and otherwise generally to provide all whatsoever amenities requirements and services convenient, expedient and necessary for persons touring, travelling, holidaying, develop, promote, operate, manage, work and control holiday resorts, theme parks and camps, vacation centres and to arrange, organise, and manage tours of all kinds; to arrange, organise and manage, cruises journeys, tours, travels, trips, voyages and expeditions of all kinds, and to promote, organise and manage amusements, carnivals, cinemas, circuses, entertainments, exhibitions, expositions, fairs, festivals, playground, theatres, shows, plays, game competitions, contests, races, sports and recreation of all kinds and to provide and manage all whatsoever arenas, courses, courts, fields, gymnasiums, halls, pitches, pools, rings, rinks, stadium, tracks, and places thereof;
- 6.19 to carry on business as dealers and general merchants, exporters, and importers, general agents, and brokers, and to buy, sell manipulate and deal (both wholesale and retail) in commodities of all kinds which can conveniently be dealt with by the Company in connection with any of its objects and to buy, hire, manufacture, sell, deal and trade in all kinds of merchandise, produce, goods, stores, and to transact any or every description of agency, commission, commercial development, manufacturing, mercantile and financial business;
- 6.20 to carry on the business of planter, farmers, and cultivators and dealers in rubber, oil palm, coconut, gutta percha, jelutong gum of every description, latex bearing plants, rice, wheat, oats, cereals and grains of all kinds, sugar, tea, bananas, coffee, cocoa, spices, pepper, cinchona, cinnamon, tobacco, gambler, oil palms, cotton, flax, fruit trees, potatoes, root crops, mulberry and other trees for the production of silk, and all kinds of trees and plants;
- 6.21 to carry on business as farmers, dairy and poultry farmers and merchants, gaziers, cultivators, storekeepers, printers, newspapers, proprietors, cattle breeders, stockmen, provision preservers, exporters and importers, brokers, and to transact any and every description of agency, commission, commercial manufacturing, mercantile and financial business;
- 6.22 to manufacture, buy, sell, exchange and in any other whatsoever manner deal with, utilise or turn to account any matter, substance or thing including (but without prejudice to the generality of the foregoing) bone, copra, fertiliser, guano, manure, and all agricultural and farm produce;
- 6.23 to purchase, take on lease, hire or otherwise acquire, build, construct, erect, equip, maintain, repair, adapt, pull down, demolish, reconstruct, make and manufacture factories, buildings, offices, mills, machinery engines, plant, tools, implements, carts, vehicles, rolling stock, live and dead stocks, stores, appliances, effects and other works, things and property of any kind;
- 6.24 to purchase, hire, sell, deal in, construct, equip, maintain, improve, repair, and use motor-cars, motor-lorries, motor-cycles, steam cars, steam waggons, tractors, aeroplanes, bicycle, carts, carriages, ropeways, cableways, high lead lines, cranes and all other forms of craft, machine of vehicle, animals or material, either terrestrially, sub-terraneously, or aerially and all tools and parts thereof and all other things proper to be used in connection therewith;
- 6.25 to carry on all or any of the business of managers of shipping property, freight contractors, carriers by land, and air, barge owners, lightermen, stevedores, forwarding agents, and any other form of transport business, ice merchants, refrigerating-storekeeper, warehousemen, wharftingers and general traders;

- 6.26 to carry on the business of chemists, druggists, drysalters, oil and colourmen and importers, exporters and manufacturers of and dealers in all pharmaceutical, medicinal, chemical, industrial, and other preparations, articles and compounds, cements, oils, paints, pigments, and varnishes, drug, dye-ware paint and colour grinders, makers of and dealers in proprietary articles of all kinds and of electrical, chemical, photographic, surgical and scientific apparatus and materials, and to buy, sell, manufacture, refine, manipulate, and deal in all substances, apparatus, and things capable of being used in any such business as aforesaid or in any way in connection therewith;
- 6.27 to apply for purchase of otherwise acquire, use, assign, sell and generally deal in patents, patent-rights, trade-marks, designs, or other exclusive or non-exclusive or limited rights or privileges and to use, develop, grant licences, and otherwise turn to account the same or any interests thereunder and at pleasure to dispose of the same in any way;
- 6.28 to purchase, hire or otherwise acquire any photographic and other apparatus in connection with cinematograph shows, amusement parks, exhibition and all kinds of entertainment business;
- 6.29 to aid, finance, subsidise or assist any company, corporation, association, firm or individual with capital, credit, means and resources of engaging in or carrying on any business or transaction which this company is authorised to carry on or be engaged in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and in particular for the import, export, purchase, sales, lease, letting, dealing in, hiring and letting on hire, under hire-purchase agreements or otherwise of any motor cars or vehicles or any of other articles, goods, wares, merchandises, or things and for the acquisition of taking on leases or hiring of land, buildings, offices, or premises or the prosecution of any works, undertakings, projects or enterprises connected with any of the said business or capable of being taken or carried on so as directly or indirectly to benefit this Company;
- 6.30 to invest the capital of the Company and make advances on all description of motor vehicles and other goods, wares and merchandise whether on mortgage or bill of sale or assignment and whether subject to hire purchase agreements or otherwise and to seize, retake, sell, dispose of or repurchase the same and generally to finance the carrying on of the hire-purchase business in all its branches;
- 6.31 to transact business as financiers, promoters and financial and monetary agents in any part of the world and for such purposes to establish agencies, and to appoint financial and managing agents and attorneys and to produce the Company to be registered or recognized;
- 6.32 to receive money on deposit or to borrow or raise money with or without security, or to secure the payment or repayment of money or the satisfaction, observance or performance of any obligation or liability undertaken or incurred by the Company in such manner as the Company thinks fit and in particular by mortgage or charge upon the undertaking or any part of the undertaking of the Company or upon all or any assets of the Company or by the creation and issue of debentures or debenture stock (perpetual or terminable) charged as aforesaid or constituting or supported by a floating charge upon present and future property including uncalled and called unpaid capital;

- 6.33 to lend and advance money or give credit to any person or companies and on such terms as may seem expedient, and in particular to customers, companies, corporation, firms and others having dealings with the Company, and to give guarantees or become surety and give security for any such persons or companies;
- 6.34 subject to the provisions of any laws in force to buy and sell foreign currency and exchange and to accept money for remittance to all countries and accept deposit of money on loan at interest or without interest;
- 6.35 to carry on business as capitalists, financiers, concessionaires, miners and merchants and to guarantee or become liable for the payment of money or for the performance of any obligation, and to undertake and carry on and execute all kinds of financial, mining, commercial, trading and other operations and to carry on any other business which may seem to be capable of being carried on in connection with any of these objects or be calculated directly or indirectly to enhance the value of or facilitate the realisation of or render profitable any of the Company's property or rights;
- 6.36 to advance, deposit, or lend money, Securities and property, to or with such persons and on such terms as may seem expedient and to discount, buy, sell, bills, notes, warrants, coupons and other negotiable or transferable documents;
- 6.37 to transact and carry on all kinds of agency business and in particular to collect rents and debts and to negotiate loans to find investment and to issue, place Shares, stocks, debenture stocks or Securities;
- 6.38 to administer trust estate, and the estates of deceased, bankrupt or insolvent persons or the property of companies in liquidation or any other estates liquidation and to undertake the office of trustee, executor, administrator, assignee, inspector, liquidator, custodian, guardian, treasurer or any similar office, and to perform and discharge the duties of any such office for commission, or other remuneration, or otherwise;
- 6.39 to appoint any persons (whether incorporated or not) to accept and hold in trust for the company any property belonging to the company, or in which it is interested and for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trustee or trustees;
- 6.40 to promote or assist in the promotion of any company for the purpose of acquiring the undertaking or all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may seem directly or indirectly likely to assist or benefit this Company, or to enhance the value of any property or business of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the Shares, debentures or debenture stock or Securities of such company and to subsidise or otherwise assist any such company;
- 6.41 to purchase or otherwise acquire and undertake the whole or any part of the business, goodwill, assets and liabilities of any person, firm, or company carrying on or proposing to carry on any business which the Company is authorised to carry an or engage in or possessed or property suitable for the purpose of or that may be conducive to the interest of this Company and in particular so that the consideration may be wholly or partly satisfied by the allotment of Shares, debentures, debenture stock or Securities of the Company;

- 6.42 to amalgamate, enter into partnership or any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, mutual assistance or otherwise with any person, firm or company, carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or be engaged in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to acquire in any manner whatsoever Shares and Securities of any such company;
- 6.43 to subscribe for, take, underwrite, purchase, or otherwise acquire and hold Shares, debentures, debenture stock or other interest in or Securities of any other company having objects altogether or in part similar to those of this Company, or carrying on business capable of being conducted so as directly or indirectly to benefit this Company;
- 6.44 to purchase, acquire, hold, sell Shares, stocks, debentures, debenture stocks, bonds, obligations, and Securities issued or guaranteed by any company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations and Securities issued or guaranteed by any government, sovereign ruler, commissioners, public body of authority supreme, municipal, local or otherwise, whether at home or abroad;
- 6.45 to invest with the moneys of the Company not immediately required upon such Securities and in such manner as may from time to time be determined;
- 6.46 to sell, improve, manage, develop, lease, mortgage, dispose of, exchange, turn to account or otherwise deal with all or any part of the property and rights of the Company;
- 6.47 to sell or dispose of all or any of the undertaking and assets of the Company for such consideration as the Company may think fit, and in particular for Shares, debentures, debenture stock or Securities of any company having objects altogether or in part similar to those of this Company;
- 6.48 to distribute any property of the Company whether upon a division of profits or a distribution of assets, among the Members in specie or otherwise;
- 6.49 to enter into any arrangement with any governments or authorities, municipal, local or otherwise, that may seem conducive to the Company's objects, or any of them, and to obtain from any such governments or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 6.50 to carry on any other business whether similar to the foregoing or not which may seem to the Company capable of being conveniently carried on in connection with any of the objects of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights;
- 6.51 to draw, make, accept, endorse, discount, execute, and issue promissory note, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments;

- 6.52 to borrow or raise money and to ensure the repayment of any money borrowed, raised or owing in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon, and by mortgage, charge, lien, debentures or debenture stock of and on the whole of any part of the Company's property or assets (both present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake;
- 6.53 to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the Shares in or debentures, debenture stock or other Securities of the Company or in or about the promotion, formation, or business of the Company, or of any other company promoted wholly or in part by this Company;
- 6.54 to establish or aid in the establishment to contribute to and to support or guarantee funds, trusts, insurance or pension schemes and to make payment of gratuities and to make or enter into any other whatsoever arrangement calculated or likely to benefit any person or persons who are or have any time been employed by the Company or its predecessors in business and the dependants or relatives of such person or persons;
- 6.55 to establish and or support or to aid in the establishment and or support of and to make donations or subscription to or to subsidise any whatsoever association, fund, institution, place of worship, school, society or any other body or partly having or for any objects or purposes whatsoever; and
- 6.56 to make contributions and donations and in any other manner to give aid assistance and help to any person, firm, company, association, society or other body or party for any whatsoever object or purpose.

And it is hereby declared that the word "**company**" in this clause except where used in reference to this Company, shall be deemed to include any partnership or other body of person whether incorporated or unincorporated, and whether domiciled in Malaysia or elsewhere, and further that the objects specified in each paragraph of this clause shall be regarded as independent objects and accordingly shall, except where otherwise expressed in any paragraph, be in no wise limited or restricted by reference to, or inference from the terms of any other paragraph or the name of the Company but may be carried out in as full and ample a manner and construed just as wide a sense as if the said paragraph defined the objects of a separate distinct and independent company.

7. **Powers of the company**

Subject to Applicable Laws, the Company shall be capable of exercising all the functions of a body corporate and have full rights, powers and privileges to attain or pursue the aforesaid objects.

**Powers of the
Company**

SHARE CAPITAL AND VARIATION OF RIGHTS

8. Share capital

8.1 The Shares issued by the Company shall constitute the Share capital of the Company. The Shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

Share Capital

8.2 The Company shall have the power to increase or reduce the capital, to consolidate or sub-divide the Shares into Shares of larger or smaller amounts and to issue all or part of the original or any additional capital as fully paid, or partly paid Shares, and with any special or preferential rights or privileges, or subject to any special terms or conditions and either with or without any special designation, and also from time to time to alter, modify, commute, abrogate or deal with any such rights, privileges, terms, conditions or designations in accordance with the provisions of this Constitution.

9. Types of Shares

9.1 Shares in the Company may:-

Types of Shares

- (a) be issued in different classes with the voting Shares attached to Share in each class as stated in this Constitution;
- (b) be preference Shares which are redeemable in accordance with this Constitution;
- (c) confer preferential rights to distributions of capital or income;
- (d) confer special, limited or conditional voting rights; or
- (e) not confer voting rights.

9.2 The rights attaching to Shares of a class other than ordinary Shares shall be expressed in the resolution creating the same.

10. Rights and powers attached to Shares

10.1 A Share in a Company, other than preference Shares or Shares which are non voting Shares, confers on the holder: –

Rights and powers attached to Shares

- (a) the right to attend, participate and speak at a meeting;
- (b) the right to vote on a show of hands on any resolution of the Company (provided it is allowed under the Listing Requirements and/or the Act);

- (c) the right to one vote for each Share on a poll on any resolution of the Company;
- (d) the right to an equal Share in the distribution of the surplus assets of the Company; or
- (e) the right to an equal Share in dividends authorised by the Board.

10.2 Notwithstanding Article 10.1(e), the right to dividends may be negated, altered or added to by this Constitution or in accordance with the terms on which the Share is issued.

ALLOTMENT OF SHARES

11. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, and subject to the provisions of this Constitution and the Act, shares in the Company may be issued by the Directors any such shares may be issued with such preferred, deferred or other special rights, and subject to such restrictions, whether in regard to dividend, voting, return of capital or otherwise, and at such times as the Directors may determine but the Directors in making any issue of shares shall comply with the following conditions:-
- Allotment of Shares**
- (a) in the case of shares offered to the public for subscription the amount payable on application on each share shall be paid in full;
 - (b) in the case of shares, other than ordinary shares, no special rights shall be attached until the same have been expressed in this Constitution and in the resolution creating the same;
 - (c) no issue of shares shall be made which will have the effect of transferring a controlling interest in the Company to any person, company or syndicate without the prior approval of the members of the Company in general meeting;
 - (d) every issue of shares or options to employees and/or Directors of the Company shall be approved by the members in general meeting and no Director shall participate in such issues of shares or options unless the members in general meeting have approved of the specific allotment to be made to such Director.

SHARE BUY-BACKS

12. Subject to and in accordance with the provisions of the Act, the rules, regulations and orders made pursuant to the Act, the conditions, restrictions and limitations expressed in this Constitution and the Listing Requirements and any other relevant authority, the Company may purchase its own Shares and make payments in respect of the purchase of its own Shares. Shares in the Company so purchased by the Company shall be dealt with as provided by the Act and the Listing Requirements and/or other relevant authority.
- Share Buy-Backs**

RIGHTS OF PREFERENCE SHAREHOLDERS

- Rights of preference Shareholders**
13. Subject to the Act, any preference Shares may, with the sanction of an Ordinary Resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed in accordance with this Constitution and the Company shall not issue preference Shares ranking in priority above preference Shares already issued, but may issue preference Shares ranking equally therewith.
 14. The redemption of the preference Shares shall not be taken as reducing the amount of Share capital of the Company.
 15. The preference Shares shall be redeemable only if the preference Shares are fully paid-up and the redemption shall be out of:-
 - (a) profits;
 - (b) a fresh issue of Shares; or
 - (c) capital of the Company.
 16. Where any such Shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise have been available for dividend, be transferred into the Share capital accounts of the Company, a sum equal to the amount of the Shares redeemed.
 17. Preference Shareholders shall have the same rights as ordinary Shareholders as regards receiving notices of general meetings, reports and audited Financial Statements, and attending general meetings of the Company.
 18. Preference Shareholders shall also have the right to vote in each of the following circumstances:
 - (a) when the dividend or part of the dividend on the preference Shares is in arrears for more than six (6) months;
 - (b) on a proposal to reduce the Company's Share capital; or
 - (c) on a proposal for the disposal of the whole of the Company's property, business and undertaking; or
 - (d) on a proposal that affects rights and privileges attached to the preference Share; or
 - (e) on a proposal to wind up the Company; or
 - (f) during the winding up of the Company.

MODIFICATIONS OF RIGHTS

19. The repayment of preference Share capital other than redeemable preference Shares, or any alteration of preference Shareholders rights shall only be made pursuant to a Special Resolution of the preference Shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a Special Resolution is not obtained at the meeting, consent in writing if obtained from the holders of not less than seventy-five per centum (75%) of the issued Share total voting rights of the Members of the preference Shares concerned within two (2) months of the meeting, shall be as valid and effectual as a Special Resolution carried at the meeting. **Repayment of Preference Capital**
20. If at any time the Share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, whether or not the Company is being wound up, be varied with a written consent representing not less than seventy-five per centum (75%) of the total voting rights of the Shareholders in the class or a Special Resolution passed by Shareholders in that class sanctioning the variation. To every such separate meeting the provisions of this Constitution relating to general meetings or the proceedings thereat shall mutatis mutandis apply so that the necessary quorum shall be two (2) persons at least holding or representing by proxy at least one-third (1/3) of the issued Shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those persons who are present shall be a quorum) and that the holders of Shares of the class shall, on a poll, have one vote for every Share of the class held by them respectively. To every such Special Resolution the provisions of Section 292 of the Act shall with such adaptations as are necessary apply. **Class right may be varied**
21. The rights conferred upon holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking as regards participation in the profits or assets of the Company in some or in all respects pari passu therewith. **Ranking of Class Rights**

DISPOSAL OF SHARES OF MEMBERS WHOSE WHEREABOUTS UNKNOWN

22. (a) Where by the exercise of reasonable diligence the Company is unable to discover the whereabouts of a Member for a period of not less than ten (10) years, the Company may cause an advertisement to be published in a newspaper circulating in the place shown in the Register of Members as the address of the Member stating that the Company after expiration of thirty (30) days from the date of the advertisement intends to transfer the Shares to the Minister charged with responsibility for finance. **Reasonable Diligence**

- (a) If after the expiration of thirty (30) days from the date of the advertisement the whereabouts of the Member remains unknown, the Company may transfer the Shares held by the Member to the Minister charged with responsibility for finance and for that purpose may execute for and on behalf of such Members a transfer of those Shares to the Minister charged with responsibility for finance. **Transfer of Shares to minister charged with responsibility for finance**
23. The Company may exercise the powers of paying commissions conferred by the Act, provided that the rate per cent of the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of ten per cent (10%) of the price at which the Shares in respect whereof the same is paid are issued or an amount equal to ten per cent (10%) of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully paid Shares or partly in one way and partly in the other. The Company may also on any issue of Shares pay such brokerage as may be lawful. **Commission on subscription of Shares**
24. Where any Shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may pay interest or returns on the amount of such Share capital as is for the time being paid up the period and subject to the conditions and restriction mentioned in Section 130 of the Act and may charge the same to capital as part of the cost of construction of the works or buildings or the provision of the plant. **Interest on Share capital during construction**
25. Except as required by law and as provided under the Rules of the Depository, no person shall be recognised by the Company as holding any Share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any Share or unit of Share or (except only as by this Constitution, the Rules of the Depository or by law otherwise provided) any other rights in respect of any Share except in an absolute right to the entirety thereof in the registered holder. **Trusts not to be recognised**

ISSUE OF SECURITIES

26. The Company must ensure that all new issues of Securities for which listing is sought on the stock exchange are made by way of crediting the Securities Accounts of the allottees with such Securities save and except where it is specifically exempted from compliance with Section 38 of the Central Depositories Act, in which event it shall so similarly be exempted from compliance with this Article. For this purpose, the Company must notify the Depository of the names of the allottees and all such particulars required by the Depository, to enable the Depository to make the appropriate entries in the Securities Accounts of such allottees. The Company shall obtain an Auditors' certificate that the issue of new Securities is in accordance with the Listing Requirements. **Notification to Depository of allottees**

27. Subject to the Act, the Depositories Act and the Rules of the Depository, the Company shall allot/issue Securities, dispatch notices or allotment to allottees or the employees (for the case of Share scheme for employees) or the holder of the convertible security (for the case of conversion) or successful applicant and make an application for the quotation of such Securities within the period as may be prescribed or allowed by the Exchange.

**Notice
allotment
quotation
Securities** of
and
of

CERTIFICATES

28. The certificates of title to Share, stock, debentures, debenture stock, notes and other Securities shall be issued under the Seal of the Company with security features and of such size as prescribed by the Exchange and all such certificates shall be signed by two Directors or at least one Director and the Secretary or in lieu of the Secretary, by such other person as the Directors may appoint for the purpose. It shall be sufficient evidence that the Seal has been duly affixed to any such certificate and signed as aforesaid if the autographic signatures or facsimile of the signature of a Director and of the Secretary or authorised person appears thereon.

**Issue
Certificates** of

LIEN

29. The Company shall have a first and paramount lien on every Share and dividends from time to time declared in respect of such Shares PROVIDED ALWAYS that such lien shall be restricted to unpaid calls and instalments upon the specific Shares in respect of which such moneys are due and unpaid and to such amount as the Company may be called upon by law to pay in respect of the Member or deceased Member.

**Company's
on Shares
dividend** lien
and

**Lien may be
enforced by sale
of Shares**

**Directors may
effect transfer**

32. The proceeds of the sale shall be received by the Company and applied in payment of (i) such part of the amount in respect of which the lien exists as is presently payable, and (ii) accrued interest and expenses, and the residue, if any, shall (subject to a similar lien for sums not presently payable as existed upon the Shares before the sale) be paid to the person whose Shares have been forfeited, or his executors, administrators or assignees or as he directs.
- Application of proceeds of sale**

CALLS ON SHARES

33. The Directors may subject to the provisions of this Constitution, from time to time make such calls upon the Members as the Directors may think fit in respect of any money unpaid on their Shares and not by the conditions of the allotment thereof made payable at fixed times, provided that no call shall be payable at less than one (1) month from the date fixed for the payment of the last preceding call, and each Member shall (subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his Shares. A call may be revoked or postponed as the Directors may determine.
- Directors may make calls**
34. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and such resolution may authorise the call to be paid by instalments. No Shareholder shall be entitled to receive any dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every Share held by him together with interest and expenses (if any).
- When call deemed made**
35. If a sum called in respect of a Share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the date of actual payment at such rate not exceeding eight per cent (8%) per annum as the Directors may determine but the Directors shall be at liberty to waive payment of that interest in whole or in part.
- Interest on unpaid calls**
36. Any sum which by the terms of issue of a Share, becomes payable on allotment or at any fixed date shall for the purposes of this Constitution be deemed to be a call duly made and payable on the date on which by the terms of issue the Share becomes payable, and in case of non-payment all the relevant provisions of this Constitution and the Act as to payment of interest and expenses, forfeiture or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified.
- Sums payable on allotment**
37. (a) The Directors may, on the issue of Shares, differentiate between the holders as to the amount of calls to be paid and the times of payment of such calls.
- (b) If, by the condition of allotment of any Share, the whole or part of the amount or issue price thereof shall be payable on fixed dates every such amount shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the holder of the Share.
- Difference in calls**

38. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the money uncalled and unpaid upon any held by him, and upon all or any part of the money so advanced may (until the same would but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) eight per cent (8%) per annum as may be agreed upon between the Directors and the Member paying the sum in advance. Such capital paid on Shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits. Except in liquidation, sums paid in advance of calls shall not, until the same would, but for such advance have become payable, be treated as paid up on the Shares in respect of which they have been paid.

Calls may be paid in advance

39. A Member shall not be entitled to receive any dividend or to exercise any privilege as a Member in respect of any Share upon which calls or instalments are due and unpaid.

No entitlement to dividend or Member's privilege on unpaid Share

DEPOSITORS

40. A depositor whose name appears in the Record of Depositors maintained by the Depository pursuant to Section 34 of the Depositories Act in respect of the Securities of a Company which has been deposited with the Depository shall be deemed to be a Member, debenture holder, interest holder or option holder as the case may be, of the Company and shall, subject to the provisions of the Depositories Act and any regulations made thereunder, be entitled to the number of Securities stated in the Record of Depositors and all rights, benefits, powers and privileges and be subject to all liabilities, duties and obligations in respect of, or arising from, such Securities (whether conferred or imposed by the Act or this Constitution).

Depositor name appears in the Record of Depositors deemed to be a Member

41. The Record of Depositors obtained by the Company shall be available for inspection by any Member of the Company (including the Depositor) without any charge and by any other person, on payment of One Ringgit (RM1.00) or such lesser sum as the Company may require, in respect of each inspection.

Inspection of Record of Depositors

TRANSFER OF SHARES

42. The transfer of any listed Securities or class of listed Securities of the Company shall be by way of book entry by the Depository in accordance with the Rules and, notwithstanding Sections 105, 106 or 110 of the Act, but subject to subsection 148(2) of the Act, and any exemption that may be made from compliance with subsection 148(1) of the Act, the Company shall be precluded from registering and effecting any transfer of such Deposited Security.

Transfer

43. Nothing in this Constitution shall be construed as affecting the obligation of the Company to keep a register of its Members under Sections 50 and 52 of the Act and a register of option holders under Section 129 of the Act and to open them for inspection in accordance with the provisions of the Act except that the Company shall not be obliged to enter in such registers the names and particulars of Depositors who are deemed to be Members or option holders.

Obligation to keep register not affected

44. Subject to this Constitution, the Act, the Depositories Act and the Rules of the Depository (with respect to transfer of Deposited Security), the instrument of transfer shall be executed by or on behalf of the transferor and the transferee and the transferor shall be deemed to remain the holder of the Share until the transferee's name is entered in the Register as the holder of that Share and/or the Record of Depositors as the case may be, in respect thereof. All transfer of Deposited Securities shall be effected in accordance with the Act, the Depositories Act and the Rules of the Depository. **Instrument of transfer**
45. (a) Subject to this Constitution, the Act, the Depositories Act and the Rules of the Depository (with respect to the transfer of Deposited Security), the Directors may in their absolute discretion and without assigning any reason thereof, decline to register any transfer of Shares which are not deposited with the Depository. **Refusal to register transfer**
- (b) The Depository may refuse to register any transfer of Deposited Security that does not comply with the Depositories Act and the Rules of the Depository. Subject to the provisions of the Act, the Depositories Act and the Rules of the Depository, no listed Securities shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind or any partnership or unincorporated association or body.
46. Subject to the provisions of the Act, the Depositories Act and the Rules of the Depository, all dealings in respect of Deposited Securities shall only be effected by the beneficial owners of such Deposited Securities or an Authorised Nominee, as the case may be. A Depositor shall not withdraw the Securities which have been deposited with a Depository except in such manner as may be specified in the Rules. **Deposit of Securities**
47. The Register of Members may be closed at such time and for such period as the Directors may from time to time determine PROVIDED ALWAYS that they shall not be closed for more than thirty (30) days in any year. Any notice of intention to fix a books closing date and the reason therefor shall be published in a daily newspaper circulating in Malaysia and shall also be given to the Exchange, such notice shall state the books closing date, which shall be at least ten (10) clear Market Days after the date of notification to the Exchange, and the address of the Share registry at which documents will be accepted for registration. In relation to such closure, the Company shall give written notice, in accordance with the Rules of the Depository to issue the appropriate Record of Depositors. **Books closing**
48. Subject to the provisions of this Constitution, the Directors may recognise a renunciation of any Share by the allottee thereof in favour of some other person. **Renunciation by an allottee**

TRANSMISSION OF SECURITIES FROM FOREIGN REGISTER

49. Where:- **Transmission of Securities from foreign register**
- (a) the Securities of the Company are listed on another stock

exchange; and

- (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry Central Depositories (Amendment) Act 1998, as the case may be, under the Rules in respect of such Securities,

subject to compliance with and there being no contravention of any Applicable Laws, regulations and/or directives, the Company shall, upon request by a Member permit a transmission of Securities held by such Member from the Register of Members maintained by the registrar of the Company in the jurisdiction of the other stock exchange, to the register of Members maintained by the registrar of the Company in Malaysia and vice versa provided that there shall be no change in the ownership of such Securities.

TRANSMISSION OF SHARES

50. In case of the death of a Member, the legal personal representatives of the deceased, shall be the only persons recognised by the Company as having any title to his interest in the Shares; but nothing herein contained shall release the estate of deceased holder from any liability in respect of any Share which had been held by him. **Death of Member**
51. Any person becoming entitled to a Share in consequence of the death or bankruptcy of a Member may, upon such evidence of title being produced as may from time to time properly be required by the Directors (but subject to the provisions hereinafter contained), elect either to be registered himself as holder of the Share or to have some person nominated by him registered as the transferee thereof, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the Share by that Member before his death or bankruptcy. Before recognising any executor or administrator, the Directors may require him to furnish the probate or letter of administration as evidence. PROVIDED ALWAYS that where the Share is a Deposited Security, subject to the Rules of the Depository, a transfer or withdrawal of the Share may be carried out by the person becoming so entitled. **Share deceased bankrupt Member of or**
52. If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects provided that where the Share is a Deposited Security and the person becoming entitled elects to have the Share transferred to him, the aforesaid notice must be served by him on the Depository. If he elects to have another person registered he shall testify his election by executing a transfer of the Share to that person. All the limitations, restrictions and provisions of this Constitution relating to the rights to transfer and the registration of transfers of Shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by that Member. **Notice of election**
53. Where the registered holder of any Shares dies or becomes bankrupt, his personal representative or the assignee of his estate, as the case may be, shall, upon the production of such evidence as may be from time to time **Person entitled or may receive dividend, etc.**

be properly required by the Directors in that behalf, be entitled to the same dividends and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt.

FORFEITURE OF SHARES

54. If a Member fails to pay the whole or any part of any call or instalment of a call on the days appointed for payment thereof, the Directors may, at any thereafter during such time as any part of the call or instalment remain unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued. **Notice requiring payment**
55. The notice shall prescribe name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the Shares in respect of which the call was made will be liable to be forfeited. **Particulars in earlier notice**
56. If the requirements of any such notice as aforesaid are not complied with by the date specified therein, any Share in respect of which the notice has been given shall be forfeited by a resolution of the Directors to that effect unless the payments as required by such notice has been made before the resolution. Such forfeiture shall include all dividends declared in respect of the forfeited Shares and not actually paid before the forfeiture. **Forfeiture**
57. A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Directors think fit. Notice of sale or disposal shall be sent to the holder of the Shares sold or disposed of within fourteen (14) days from the date of sale or disposal. **Directors may cancel forfeiture**
58. A person whose Shares have been forfeited shall cease to be a Member in respect of the forfeited Shares, but shall, notwithstanding, remain liable to pay to the Company all money which, at the date of forfeiture, was payable by him to the Company in respect of the Shares (together with interest or compensation at the rate of eight per cent (8%) per annum from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of such interest or compensation), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the Shares. **Liability of Member in respect of forfeited Shares**
59. A statutory declaration in writing that the declarant is a Director or Secretary of the Company, and that a Share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share. **Evidence of forfeiture**
60. The Company may receive the consideration, if any, given for a forfeited Share on any sale or disposition thereof and may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed of (including where appropriate, by giving and signing such instructions **Procedure for sale of forfeited Shares**

and documents as required under the Central Depositories Act or the Rules (in the name of the Member whose Shares are being or have been sold) to the Depository for the purposes of authorising and effecting the book-entry of the Shares sold as Deposited Securities to the purchaser and/or doing all such acts deeds and things as may be necessary to give full effect to the sale) and he shall thereupon be registered as the holder of the Share, and he shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, or disposal of the Share. Subject to any lien for sums not presently payable, if any, any residue of the proceeds of sale of Shares which are forfeited and sold or disposed of, after the satisfaction of the unpaid calls or instalments payable at fixed times and accrued interest and expenses, shall be paid to the person entitled to the Shares immediately before the forfeiture thereof or his executors, administrators, or assigns or as he directs.

61. The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a Share, becomes payable at a fixed date, as if the same had been payable by virtue of a call duly made and notified. **Non payment of sums due on issue of Shares**
62. Where any Shares had been forfeited in accordance with this Constitution, notice of the forfeiture shall, within fourteen (14) days from the date of forfeiture thereof, be given to the holder of the Shares or to the person entitled to the Share by reason of the death or bankruptcy, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof forthwith be made in the Register or Record of Depositors, as appropriate, opposite the Share. **Notice to holder of forfeited Shares**

CONVERSION OF SHARES INTO STOCK

63. The Company may by Special Resolution convert any paid-up Shares into stock, and may reconvert any stock into paid-up Shares of any denomination. **Conversion to be at general meeting**
64. When any Shares have been converted into stock, the holders of such stock may, transfer their respective interest therein or any part of such interest, in the same manner and subject to the same regulations as and subject to which paid-up Shares in the Company's capital may be transferred, or as near thereto as circumstances will admit. But the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable and may restrict or forbid the transfer of fractions of that minimum, but with power, nevertheless, at their discretion to waive such rules in any particular case. **Transfer of stock**
65. The provisions of this Constitution as are applicable to paid-up Shares shall apply to “**stock**” and the word “**Share**” and “**Member**”, “**Shareholder**” or “**holder of Shares**” shall include “**stock**” and “**stockholder**” or “**holder of stock**”. **Definition**

66. The stock shall confer on the holders thereof respectively the same rights, privileges and advantages, as regards participation in profits and voting at meetings of the Company, and for other matters as would have been conferred by Shares of equal amount in the capital of the Company of the same class as the Shares from which such stock was converted, but so that none of such privileges or advantages, except the participation in the dividends and profits of the Company, and in the assets of the Company on a winding up, shall be conferred by any such aliquot part of stock as would not, if existing in Shares, have conferred such privileges or advantages. Save as aforesaid, all the provisions herein contained shall, as far as circumstances will admit, apply to stock as well as to Shares.

Participation in Dividends and Profits

INCREASE OF SHARE CAPITAL

67. The Company may from time to time, whether all the Shares for the time being issued shall have been fully paid up or not, by Ordinary Resolution increase its Share capital by the creation and issue of new Shares, such new capital to be of such amount to be divided into Shares of such respective amounts and to carry such rights or to be subject to such conditions or restrictions in regard to dividend, return of capital or otherwise as the Company by the resolution authorising such increase directs.

Power to increase capital

68. Subject to any direction to the contrary that may be given by the Company in general meeting, any new Shares or other convertible Securities from time to time to be created shall, before they are issued, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing Shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of Shares or convertible Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the Shares or convertible Securities offered, the Directors may dispose of those Shares or convertible Securities in such manner as they think most beneficial to the Company. The Directors may likewise also dispose of any new Shares or convertible Securities which (by reason of the ratio which the new Shares or convertible Securities bear to Shares or convertible Securities held by persons entitled to an offer of new Shares or convertible Securities) cannot, in the opinion of the Directors, be conveniently offered under this Article.

Issue of new Shares to Members

69. Except so far as otherwise provided by the conditions of issue, any capital raised by the creation of new Shares shall be considered as part of the Share capital of the Company after such creation, and such new Shares shall rank pari passu with Shares issued prior to such creation and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original Share capital.

How far new Shares to rank with original Shares

ALTERATION OF SHARE CAPITAL

70. The Company may by Special Resolution:- **Power to alter capital**
- (a) consolidate and divide all or any of its Share capital, the proportion between the amount paid and the amount, if any, unpaid on each subdivided Share shall be the same as it was in the case of the Share from which the subdivided Share is derived;
 - (b) convert all or any of its paid-up Shares into stock and may reconvert that stock into paid-up Shares; or
 - (c) subdivide its Shares or any of them, whatever is in the sub-division, the proportion between the amount paid and the amount (if any) unpaid on each subdivided Share shall be the same as it was in the case of the Share from which the subdivided Share is derived.
71. The Company may by Special Resolution reduce its Share capital in any manner permitted or authorised under and in compliance with the Applicable Laws. **Power to reduce capital**

GENERAL MEETINGS

72. An annual general meeting of the Company shall be held in accordance with the provisions of the Act. All general meetings other than the annual general meeting shall be called extraordinary general meeting. A general meeting convened by the Company may be held in accordance with the provisions of the Act using any technology or method that enables the Members to participate and to exercise the Members' rights to speak and vote on such day and at such venue or venues as shall be fixed by the Directors. **General meeting**
73. The Directors may whenever they so decide by resolution convene an extraordinary general meeting of the Company. In addition, an extraordinary general meeting shall be convened on such requisition as is referred to in Sections 310 and 311 of the Act or, if the Company makes default in convening a meeting in compliance with a requisition received pursuant to Section 311 of the Act, a meeting may be convened by the requisitionists themselves in the manner provided in Section 313 of the Act. **Extraordinary General Meeting**
74. Subject to the provisions of the Act relating to agreements for shorter notice, the notice convening a meeting shall be given at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting convened to pass a Special Resolution or where it is an annual general meeting, specifying the place, day and hour of meeting and in case of special business, the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where any Special Resolution is proposed or where it is the annual general meeting, of every such meeting shall be given by advertisement in at least one (1) nationally **Notice of meeting**

circulated Bahasa Malaysia or English daily newspaper and in writing to each stock exchange upon which the Company is listed.

75. (a) The Company shall request the Depository, in accordance with the Rules, to issue a Record of Depositors to whom notices of general meetings or adjourned general meetings shall be given by the Company. **Record of Depositors**
- (b) The Company shall also request the Depository in accordance with the Rules, to issue a Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than three (3) Market Days (or such other period specified by the Act, the Central Depositories Act, the Rules and/or the Depository) before the date of the general meeting or adjourned general meeting.
- (c) Subject to Securities Industry (Central Depositories) (Foreign Ownership) Regulations, 1996 (where applicable), a Depositor shall not be regarded as a Member entitled to attend any general meeting or adjourned general meeting and to speak and vote thereat unless his name appears in the Record of Depositors requested for the purposes of such general meeting or adjourned general meeting.
76. Subject always to the provisions of Section 323 of the Act no business shall be transacted at an extraordinary general meeting except business of which notice has been given in the notice convening the meeting and no business shall be transacted at an annual general meeting, other than business of which notice has been given as aforesaid, with the exception of the laying of audited Financial Statements and the reports of the Directors and Auditors, the election of Directors in place of those retiring, and the fixing of the fee and benefits of Directors, and the appointment and fixing of remuneration of the Auditors. **Business at meetings**
77. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting. **Omission to give notice**

PROCEEDINGS AT GENERAL MEETING

78. Two (2) Members personally present or by proxy shall be a quorum for a general meeting and no business shall be transacted at any general meeting unless the requisite quorum be present at the commencement of the business. For the purpose of constituting a quorum – **No business unless quorum is present**
- (a) one or more representatives appointed by a corporation shall be counted as one Member; or
- (b) one or more proxies appointed by a person shall be counted as one Member.

79. If within half (1/2) an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday, then to the next business day following that public holiday) at the same time and place, or to such other day and at such other time and place as the Directors may determine; and if at such adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the adjourned meeting, the Members present at an adjourned meeting shall form a quorum. **Adjournment**
80. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. **Adjournment with consent**
81. The Chairman of the Board shall be entitled to take the chair at every general meeting. If there be no Chairman or if at any meeting he shall not be present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present may choose a Chairman and in default of their so doing the Members present shall choose one of the Directors to be Chairman and if no Director present be willing to take the chair, shall choose one of their number to be Chairman provided that no proxy may be elected to be the Chairman. **Chairman of general meeting**
82. Any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting shall be voted on by poll, unless otherwise allowed under the Listing Requirements and/or the Act. **Resolution in notice to be decided by poll**
83. (a) If a poll is duly demanded it shall be taken in such manner and either forthwith or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. **How a poll is to be taken**
- (b) The poll may be conducted manually using voting slips or electronically using various forms of electronic voting devices. Such votes shall be conducted by the poll administrator, and verified by the scrutineer(s), as may be appointed by the Company for the purpose of determining the outcome of the resolution(s) to be decided on poll. **Polling options**

84. The Company shall appoint at least one (1) scrutineer to validate the votes cast by poll at the meeting of Members. **Appointment of scrutineer**
85. Subject to Article 82, if a vote for a resolution by show of hands is demanded (provided if it is allowed under Listing Requirements), before the resolution is put to the vote of the meeting:- **Vote by Show of Hands**
- (a) by the Chairman;
 - (b) by at least three (3) Members present in person or by proxy;
 - (c) by any Member or Members present in person or by proxy and representing not less than 10 per centum (10%) of the total voting rights of all the Members having the right to vote at the meeting; or
 - (d) by a Member or Members holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid- up equal to not less than 10 per cent of the total paid-up Shares conferring that right.
- A declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the record of proceedings of the meeting signed by the Chairman of the meeting or the Chairman of the next meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
86. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote. **Chairman's casting vote**
87. A declaration by the Chairman of the meeting whether a resolution has, on a poll, been carried or lost, based on the poll results obtained, shall be conclusive evidence of that fact. **Evidence of passing of resolution**
88. In case of any dispute as to the admission or rejection of a vote the chairman shall determine the same and such determination made in good faith shall be final and conclusive. **Dispute in relation to the vote**
89. If any votes have been counted which ought not to have been counted or might have been rejected, the error shall not vitiate the results of the voting unless it be so pointed out at the same meeting or at any adjournment thereof, as the case may be, and in the opinion of the Chairman at the meeting or adjournment thereof it shall be of sufficient importance so as to vitiate the result of the voting. **Error in vote count**
90. (a) Subject to this Constitution, a Member shall be entitled to be present and to vote at any general meeting in respect of any Share or Shares upon which all calls due to the Company have been paid. **Voting right of Members**

- (b) No person shall exercise any rights of a Member until his name shall have been entered in the register or the Record of Depositors and he shall have paid all calls and other moneys for the time being due and payable on any Share held by him PROVIDED THAT the Depository or its nominee company in whose name the Deposited Securities are registered shall not be entitled to any such rights.
- (c) Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at meetings of Members or classes of Members each Member entitled to vote may vote in person or by representative or by proxy or attorney on a poll every Member present in person or by representative or by proxy or by attorney shall have one vote for each Share he holds. In this Constitution, the Shares held or represented by a Member present in person or by representative or by proxy or by attorney shall, in relation to Shares of a Depositor, be the number of Shares entered against the name of such Depositor in the latest Record of Depositors made available to the Company pursuant to Article 75(b).

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| 91. | Any corporation which is a Member of the Company may by resolution of its Directors or other governing body authorise a person or persons, as it thinks fit to act as its representative or representatives at any meeting of the Company or of any class of Members of the Company and the person or persons so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents or they represent as that corporation could exercise as if every one of the representative was an individual Member of the Company. | Corporate
Members |
| 92. | Any person entitled under a transmission article, namely, Article 50 or Article 51, shall upon the registration of transmission of Shares entitle the registered holder to the same dividends and other advantages and to the same rights in relation to meetings of the Company or to voting or otherwise. | Rights of
persons entitled
under
transmission |
| 93. | A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, by proxy or attorney appointed by his committee or by such other person as properly has the management of his estate, provided that such evidence as the Directors may require of such committee or person claiming the right to appoint the proxy shall be deposited together with the instrument appointing the proxy as required under Article 97. | Member of
unsound mind
articles |
| 94. | No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive. | Time for
objection |
| 95. | The instrument appointing a proxy shall be in writing in such form as the Directors may from time to time prescribe under the hand of the Member or of his attorney duly authorised in writing or, if the | Form and
appointment of
proxy |

Member is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

96. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. **Poll demanded by proxy**
97. (a) A Member shall be entitled to appoint another person to be his proxy to exercise all or any of his rights to attend, participate, speak and vote at a meeting of the Company. **Proxy need not be a Member**
- (b) A Member may appoint more than one (1) proxy but not more than two (2) proxies in relation to a meeting of the Company provided that the Member specifies the proportion of the Member's Shareholdings to be represented by each proxy.
- (c) Subject to Articles 97(e) and 97(f), where a Member is a Depositor who is also an Authorised Nominee, the Authorised Nominee may appoint more than one (1) proxy but not more than two (2) proxies in respect of each Securities Account the Authorised Nominee holds with Shares in the Company standing to the credit of such Securities Account as reflected in the Record of Depositors requested by the Company pursuant to Article 75(b) for the purposes of the meeting for which the Authorised Nominee is appointing proxies.
- (d) Subject to Articles 97(e) and 97(f), where a Member is a Depositor who is an Exempt Authorised Nominee which holds Shares in the Company for multiple beneficial owners in one Securities Account ("**omnibus account**") as reflected in the Record of Depositors requested by the Company pursuant to Article 75(b) for the purposes of the meeting for which the Exempt Authorised Nominee is appointing proxies, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- (e) Each appointment of proxy by a Member including an Authorised Nominee or an Exempt Authorised Nominee pursuant to this Constitution shall be by a separate instrument of proxy which shall specify:
- (i) the Securities Account number;
 - (ii) the name of beneficial owner for whom the Authorised Nominee or Exempt Authorised Nominee is acting; and
 - (iii) where two (2) proxies are appointed, the proportion of Shareholdings or the number of Shares to be represented by each proxy.
- (f) Subject to Article 97(e), any beneficial owner who holds Shares in the Company through more than one (1) Securities Account and/or through more than one (1) omnibus account, shall be entitled to instruct the Authorised Nominee and/or Exempt Authorised Nominee for such Securities Accounts

and/or omnibus accounts to appoint more than one (1) proxy but not more than two (2) persons to act as proxies for the beneficial owner. If there shall be three (3) or more persons appointed to act as proxies for the same beneficial owner of ordinary Shares in the Company held through more than one (1) Securities Account and/or through more than one (1) omnibus account, all the instruments of proxy shall be deemed invalid and shall be rejected.

98. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office, or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. **Deposit of proxy**
99. (a) A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the Share (including any transfer pursuant to the Rules) in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind or revocation, or transfer as aforesaid has been received by the Company at the office or recorded in the Record of Depositors made available to the Company before the commencement of the meeting or adjourned meeting at which the instrument is used. **Votes of proxy**
- (b) The Company shall be entitled and bound to reject any instrument of proxy lodged if the Member is not shown to have any Shares entered against his name in the register and/or the latest Record of Depositors made available to the Company.
- (c) The Company shall be entitled and bound to accept as the maximum number of votes which in aggregate the proxy appointed by the Member is able to cast on a poll, the aggregate number of Shares which is entered (i) against the name of that Member in the register and/or the latest Record of Depositors made available to the Company (ii) or in the case of a Member who is a Depositor and an Authorised Nominee, against the Securities Account number and name of the beneficial owner for whom the Authorised Nominee is acting where that number is smaller than the aggregate number specified in the instrument or instruments of proxy executed by or on behalf of that Member. If a Member other than an Authorised Nominee has appointed two (2) proxies and one of the proxies on a poll cast votes in favour of a resolution while the other proxy, appointed by the same Member, on a poll cast votes against a resolution and the aggregate number of votes specified in the instrument or

instruments of proxy is greater than the aggregate number of votes entered against the name of that Member in the register and/or the Record of Depositors made available to the Company, then the total number of votes deemed to be cast shall be the votes entered against the name of the Member in the register and/or the Records of Depositors and such total shall be pro rated for the purposes of determining the number of votes cast in favour of and against the resolution, in the same proportion as the number of votes cast in favour of and against the resolution, as specified in the instrument or instruments of proxy.

DIRECTORS

100. A Director of the Company shall be a natural person of at least eighteen (18) years of age. **Directors to be natural person**
101. Unless with the leave of the Official Receiver or the court obtained pursuant to the Act, no person shall hold office as a Director nor whether directly or indirectly be concerned with or take part in the management of the Company if the person:- **Eligibility to become a Director**
- (a) is an undischarged bankrupt; or
 - (b) has been convicted within or without Malaysia of any offence in connection with the promotion, formation or management of a corporation; or
 - (c) has been convicted within or without Malaysia of any offence involving fraud, bribery, or dishonesty; or
 - (d) has been convicted within or without Malaysia of any offence under the provisions of Sections 213, 217, 218, 228 and 539 of the Act; or
 - (e) has been disqualified by the court under Section 199 of the Act.
102. The Company may from time to time by Ordinary Resolution passed at a general meeting increase or reduce the number of Directors. Until otherwise determined by general meeting the number of Directors including the Managing Director(s) and Executive Director(s) shall not be less than three (3) nor more than ten (10) but in the event of any casual vacancy occurring and reducing the number of Directors below the aforesaid minimum the remaining Directors or Director may, except in an emergency, act only for the purpose of filling up such vacancy or vacancies to such minimum number or of summoning a general meeting of the Company but for no other purpose. **Number of Directors**
103. The Directors shall have power at any time and from time to time to appoint any other qualified person as Director, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or pursuant to Article 102 and any Director so appointed **Appointment by board**

shall hold office only until the next annual general meeting of the Company, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

REMUNERATION OF DIRECTOR

104. The Directors shall be paid for their services as follows:-
- Directors'
Remuneration**
- (a) Directors who hold non-executive office in the Company shall be paid fees by a fixed sum and not by a commission on or percentage of profits or turnover.
 - (b) Fees and benefits payable to Directors (except salaries payable to executive Directors for their services) shall be subject to annual Shareholders' approval at a general meeting. Such fees may be divided among the Directors in such proportions and manner as the Directors shall determine.
 - (c) Any fee paid to an Alternate Director shall be agreed between himself and the Director nominating him and shall be paid out of the remuneration of the latter.
 - (d) Salaries payable to Directors who hold an executive office in the Company may not include a commission on or percentage of turnover.
105. The Directors shall be paid all their travelling and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending meetings of Director or of any committee of the Directors or general meetings of the Company.
- Reimbursement
of expenses**

VACATION OF OFFICE OF DIRECTORS

106. The office of a Director shall be vacated if the Director:-
- When offices of
Director
deemed vacant**
- (a) being not the last three (3) remaining Directors, resigns his office by notice in writing to the Company;
 - (b) has retired in accordance with the Act or the Constitution of the Company but is not re-elected;
 - (c) is removed from office in accordance with the Act or the Constitution of the Company;
 - (d) is or becomes disqualified from being a Director under the Listing Requirements or falls under the circumstances set out in Section 208 of the Act including becoming a disqualified Director by virtue of any of the provisions of Sections 198 and 199 of the Act;

- (e) during his term of office becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder;
- (f) dies during his term of office;
- (g) is absent from more than 50 per cent (50%) of the total meetings of the Directors held during any financial year of the Company or such shorter period during which the Director was appointed to his office except when an exemption or waiver has been obtained from the Exchange; or
- (h) is convicted by a court of law, whether within Malaysia or elsewhere, in relation to the offences set out in the Listing Requirements by which he shall be disqualified to be appointed or to act as a Director.

POWERS AND DUTIES OF DIRECTORS

107. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not, by the Act or by this Constitution required to be exercised by the Company in general meeting, subject, nevertheless, to any of the Articles of this Constitution, to the provisions of the Act, and to such regulations, being not inconsistent with the Articles of this Constitution or the provisions of the Act as may be prescribed by the Company in general meeting, but no regulation so made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Constitution shall not be limited or restricted by any special authority or power given to the Directors by any other Article. PROVIDED ALWAYS that any action or proposal which is specified by the Act or by this Constitution or by the Listing Requirements as one which requires Shareholders' approval, such approval must be obtained prior to the transaction, action or proposal being completed.
- Business of Company to be managed by Directors**
108. Subject to the provisions in the Act and the Listing Requirements, the Directors may exercise all the powers of the Company to borrow and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, or its subsidiaries or of its related company PROVIDED ALWAYS that the Directors shall not borrow any money or mortgage or charge any of the Company's undertaking, property or any uncalled capital or to issue debentures and other securities whether outright or as security for any debts, liability or obligation of an unrelated third party.
- Directors' borrowing powers**
109. Directors may procure the establishment and maintenance of or participate in or contribute to any contributory or non-contributory pension or superannuation fund or life assurance scheme for the benefit of, or pay, provide for or procure the grant of donations,
- Power to maintain Pension or Fund**

gratuities, pensions, allowances, benefits or emoluments to any persons who are or shall have been at any time in the employment or service of the Company or of any subsidiary of the Company or to any persons who are or have been a Director or other officer of and holds or has held salaried employment in the Company or any such subsidiary, or the wives, widows, families or dependants of any such persons. The Directors may also procure the establishment and subsidy of or subscription and support to any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or of its Members and payment for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for the charitable or benevolent objects or for any exhibition or for any public, general or useful object. Provided that any Director holding such salaried employment shall be entitled to retain any benefit received by him hereunder subject only, where the Act requires, to proper disclosure to the Members of the Company in general meeting.

110. The Directors may exercise all the powers of the Company in relation to any official seal for use outside Malaysia and in relation to branch registers. **Power to use Official Seal**
111. The Directors may from time to time by power of attorney under the Seal appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney/attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such person and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretion vested in him. **Appointment of Attorneys**
112. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors from time to time determine. **Signing of cheques, etc**
113. A Director shall at all times act honestly and use reasonable diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company. **Directors to act honestly**
114. Every Director shall give notice to the Company of such events and matters relating to himself as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act. **Directors to give notice**
115. Unless prohibited by the rules and/or Listing Requirements of the Exchange, any Director may act by himself or by his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he was not a **Directors may act in his professional capacity**

Director, provided that nothing herein contained shall authorise a Director or his firm to act as Auditor of the Company.

116. Subject to compliance with the Act and the Listing Requirements:-
- Right to hold other office under the company**
- (a) a Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine; and
 - (b) no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise and any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, shall not be liable to be avoided, and any Director so contracting or being so interested shall not be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established, but the nature and extent of his interest must be declared by him at the meeting of the Directors at which the question of entering into the contract or arrangement is first taken into consideration or, if the Director was not at the date of that meeting interested in the proposed contract or arrangement, then at the next meeting of the Directors held after he became so interested or, in a case where the Director becomes interested in a contract or arrangement after it is made, at the first meeting of the Directors held after he becomes so interested; provided that a Director shall not as a Director vote nor participate in any discussion in respect of any contract, proposed contract or arrangement in which he has, directly or indirectly, an interest and if he shall do so his vote shall not be counted, although he may be counted to make the quorum present at such meeting to consider a motion concerning any such contract or arrangement.
 - (c) a general notice in writing, which complies with Section 221(4) and (5) of the Act, given to the Directors by any Director shall be deemed to be sufficient declaration of interest in relation to the subject matter of the notice.
117. No Director shall participate in any discussion nor vote in respect of any contract or arrangement or proposed contract or arrangement in which he is directly or indirectly interested (unless the interest is one that need not be disclosed under Section 221 of the Act), and if he should do so his vote shall not be counted although notwithstanding his interest, he shall be counted only to make the quorum at the meeting of the Board.
- Director not to participate or vote in contracts where he has an interest but shall be counted to make quorum**
118. Subject to compliance with the Act, a Director of the Company may be or become a Director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as Shareholder or otherwise and no
- Director also officer of associated company**

such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The Directors may exercise the voting power conferred by the Shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as Directors of such other corporation in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing any of them Directors or other officers of such corporation) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or is about to be, appointed a Director or other officer of such corporation and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

119. The Directors shall cause the Company to keep a register showing with respect to each Director of the Company the particulars and changes thereto of any Shares in or debentures or participatory interests of the Company or a related corporation of the Company within the meaning of the Act including rights, options or contracts relating thereto as required by the Act in which he has, directly or indirectly, an interest but the register need not include particulars of Shares in a wholly-owned subsidiary of the Company which is deemed to be a related corporation under the Act.

**Register of
Directors'
Shareholdings**

PROCEEDINGS OF DIRECTORS

120. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Any Director may at any time and the Secretary shall on the requisition of anyone of the Directors summon a meeting of the Directors.

**Meeting of
Directors**

121. The Directors may hold a meeting of Directors at two (2) or more venues within or outside Malaysia using any technology that enable the Directors as a whole to participate for the entire duration of the meeting whereby all participating persons are able to hear each other or be present at the meeting and be counted for the purpose of a quorum. He shall be entitled to vote thereat. Any meeting held in such manner shall be deemed to have been held at such time and place as set out in the notice of meeting. All information and documents for the meeting must be made available to all Directors prior to or at the meeting. The minutes of the proceedings of such meeting are sufficient evidence of the proceedings to which it relates.

**Using
technology for
meeting of
Directors**

122. It shall not be necessary to give any Director or Alternate Director, who has not got an address in Malaysia, registered with the Company, notice of a meeting of the Directors. Unless otherwise, determined by the Directors from time to time a seven (7) days' notice of all Directors' meetings shall be given to all Directors and their Alternate Directors who have a registered address in Malaysia, except in the case of an emergency, where reasonable, notice of every Directors' meeting shall be given in writing. The notice of each Directors' meeting shall be deemed to be served two (2) days

**Notice of
Directors'
meeting**

following that on which a properly stamped letter containing the notice is posted in Peninsular Malaysia. The Company may in addition to or where appropriate may instead of serving a notice or document by post, send a copy of such notice or document using electronic communications to the address provided by the Directors as the address to which the electronic communications may be sent, Where a notice or document is sent using electronic communication, service of the notice or document shall be deemed to be effected by properly addressing and transmitting the notice of document.

123. (a) The quorum necessary for the transaction of the business of the Directors shall be two (2) and a meeting of Directors for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under this Constitution vested in or exercisable by the Directors generally. **Quorum of meeting of Directors**
- (b) For the purpose of determining whether the quorum for the transaction of the business of the Directors exists, a meeting of the Board or a Committee appointed by the Board may be held by means of a video conference or telephone conference or other telecommunications facilities which permits all persons participating in the meeting to communicate with each other. A person so participating shall be deemed to be present at such meeting and unless other provided in this Constitution, shall be counted in a quorum and be entitled to vote.
124. Directors may elect a Chairman of their meetings and determine the period for which he is to hold office and unless otherwise determined the Chairman shall be elected, or if at any meeting, the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairman of the meeting. **Chairman of Directors**
125. Subject to these this Constitution, any question arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. However, where at the meeting, only two (2) Directors form the quorum or where only two (2) Directors are competent to vote on the question at issue, the Chairman of the meeting shall not have a second or casting vote. **Chairman have casting vote**
126. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced to below the minimum number fixed by or pursuant to this Constitution as the necessary quorum of Directors, the continuing Director or Directors, except in an emergency may, act only for the purpose of increasing the number of Directors to that minimum number or to summon a general meeting of the Company, but for no other purposes. **Number of Directors below minimum number**
127. Director shall comply with the provisions of Section 221 and 219 of the Act in connection with the disclosure of his Shareholding and interests in the Company and his interest in any contract or proposed **Disclosure of interest by Directors**

contract with the Company and in connection with the disclosure, every Director shall state the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of the Company.

128. A Director shall not deliberate and vote in respect of any contract or proposed contract or arrangement in which he has, directly or indirectly an interest (and if he shall do so his vote shall not be counted), nor shall he be counted for the purpose of any resolution regarding the same, in the quorum present at the meeting.

**Directors'
interest in
contracts**

129. A Director may vote in respect of:-

Power to vote

- (a) any arrangement for giving the Director himself or any other Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company; and
- (b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or any other Director has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security.

CIRCULAR RESOLUTIONS

130. A resolution in writing signed by majority of the Directors for the time being entitled to receive notice of the meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director has an alternate, then such resolution may also be signed by such alternate. All such resolutions shall be described as "Directors' Circular Resolution" and shall be forwarded or otherwise delivered to all Directors. Any such resolution may consist of several documents in the like form, each signed by one or more Directors. Any such document may be accepted as sufficiently signed by a Director if transmitted to the Company by any technology purporting to include a signature and/or electronic or digital signature of the Director.

**Circular
resolutions
signed by a
majority of
Directors to be
valid**

ALTERNATE DIRECTORS

131. Any Director (other than an Alternate Director) may appoint any person to act as his alternate provided that:-
- (a) such person is not a Director of the Company;
- (b) such person does not act as an alternate for more than one Director of the company;
- (c) the appointment is approved by a majority of the other Members of the Board; and

**Alternate
Director**

- (d) any fee paid by the company to the alternate shall be deducted from that Director's remuneration.
132. An Alternate Director shall (except as regards power to appoint an Alternate Director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors, and shall be entitled to receive notices of all meetings of the Directors and to attend speak and vote at any such meeting at which his appointor is not present.
133. Any appointment or removal of an Alternate Director shall be effected in writing under the hand of the Director making the same and sent to the Company by hand, post, facsimile or electronic mail or in any other manner approved by the Directors. Any facsimile or electronic mail sent shall be confirmed as soon as possible by the physical delivery to the Company of a letter signed by such Director, but may be acted upon by the Company meanwhile.
134. If a Director making any such appointment as aforesaid shall cease to be a Director (otherwise than by reason of vacating his office at a meeting of the Company at which he is re-elected), the person appointed by him shall thereupon cease to be an Alternate Director and therefore cease to have any power or authority to act as such.
135. Director shall not be liable for the acts and defaults of any Alternate Director appointed by him.
136. An Alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.

MANAGING DIRECTOR

137. The Directors may from time to time appoint any one or more of their body to the office of or to perform the functions of a Managing Director by whatever name called or to the function of an Executive Director by whatever name called upon such terms as they think fit. **Power to appoint Managing Director**
138. Any appointment of a Managing Director or Executive Director shall provide that notwithstanding the term of his appointment, his appointment shall terminate:-
- (a) as of the date and the conclusion of the annual general meeting at which he retires by rotation if he shall not be re-elected; or
- (b) as of the date he ceases from any cause to be a Director; or
- (c) as of the date the Board resolves that his appointment as Managing Director or Executive Director shall be terminated and such termination shall not be regarded as breach of the terms of the appointment or dismissal of the Managing Director or the Executive Director, as the case may be, or

- (d) subject to the terms of any contract between him and the Company, and unless the Board shall otherwise determine, the employment of a Managing Director or an Executive Director as an employee of the Company shall not be determined by reason only of his ceasing to be a Director because of his retirement by rotation or his being not re-elected as a Director.
139. The remuneration of a Managing Director or an Executive Director shall be fixed by the Directors and may be by way of salary or commission or participation in profits or otherwise or by any or all of these modes but shall not include a commission on or percentage of turnover and that it shall always be subjected to the provisions of any contract between him or them and the Company. **Remuneration of Managing Director**
140. A Managing Director or an Executive Director shall be subject to retirement by rotation, and he shall be reckoned as a Director for the purpose of determining the rotation or retirement of Directors or in fixing the number of Directors to retire, and he shall be subject to the same provisions as to removal as the other Directors of the Company and if he ceases to hold the office of Director from any cause shall ipso facto and immediately cease to be a Managing Director or an Executive Director, as the case may be. **Special position of Managing Director**
141. Managing Director or Executive Director shall be subject to the control of the Board. The Directors may from time to time entrust to and confer upon the Managing Director for the time being, such powers exercisable under this Constitution by the Directors as they may think fit, and may confer such powers for such time, and to be exercised for such object and purposes and upon such terms and conditions, and with such restrictions as they think expedient; and may from time to time revoke, withdraw, alter or vary all or any of such powers. **Powers of Managing Director**
- RETIREMENT, ROTATION AND
REMOVAL OF DIRECTORS**
142. At every annual general meeting one-third (1/3) of the Directors (including a Managing Director or an Executive Director) or if their number is not a multiple of three (3) then the number nearest to one-third shall retire from office and be eligible for re-election provided that all Directors including the Managing Director or an Executive Director shall retire from office once at least in each three (3) years, but shall be eligible for re-election. **Rotation and retirement of Directors**
143. The Directors to retire in every year shall, subject nevertheless as hereinafter provided, be the Directors who have been longest in office since their last election, but as between persons who became Directors on the same day, the Director to retire shall, unless they otherwise agree among themselves, be determined by lot. **Directors to retire**

144. Only the following persons shall be eligible for election to the office of Director at any general meeting namely:- **Eligibility for election**
- (a) a Director retiring at the meeting;
 - (b) a person who is not disqualified under the Act or the Listing Requirements and the circumstances set out in Article 106 are not applicable to him;
 - (c) a person recommended by the Directors and in respect of whom, not less than nine (9) clear days before the day appointed for the meeting, there shall have been left at the office a consent to act as a Director duly signed by such person together with a declaration that he is not disqualified from being appointed or holding office as a Director of the Company under the Act and the Listing Requirements; or
 - (d) a person in respect of whom not less than eleven (11) clear days before the date appointed for the meeting there shall have been left at the office a notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election together with a notice in writing signed by that person giving his consent to the nomination and declaring he is not disqualified from being appointed or holding office as a Director of the Company under the Act and the Listing Requirements and signifying his candidature for the office.
145. At a general meeting a motion for the appointment of two or more persons as Directors of the Company by a single resolution shall not be made unless a resolution that it shall be so made has been first agreed to unanimously by the meeting without any vote being given against it. **No appointment of Directors by single resolution**
146. Not less than seven (7) days' notice shall be given to every Member of the name of each person who is eligible for election as a Director at a general meeting. **Seven (7) days' notice required**
147. Subject to Section 206(4) of the Act, the Company may by Ordinary Resolution of which special notice is given remove any Director before the expiration of his period of office, and may, if thought fit, by Ordinary Resolution of which special notice is given appoint another Director in his stead. The person so appointed shall hold office only until the next following annual general meeting of the Company, at the close of which he shall retire; but at which he shall be eligible for re-election. **Removal of Director**

ASSOCIATE DIRECTORS

148. The Directors may from time to time, appoint any person to be an Associate Director and may from time to time, cancel any such appointments. The Directors may fix, determine and vary the powers, duties and remuneration of any person so appointed. Any person so appointed, shall not be required to hold any Shares to qualify for **Associate Directors**

appointment nor have any right to attend or vote at any meeting of Directors except by the invitation and with the consent of the Directors.

COMMITTEES OF DIRECTORS

149. The Directors may establish any committees, local boards or agencies comprising two (2) or more persons for managing any of the affairs of the Company, either in Malaysia or elsewhere, and may lay down, vary or annul such rules and regulations as they may think fit for the conduct of the business thereof, and may appoint any person or persons to be the Member or Members of any such committee or local board or agency and may fix their remuneration and may delegate to any such committee or local board or agency, any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the Member or Members of any such committee or local board or agency or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person or persons so appointed, and may annul or vary any such delegation, but no person or persons dealing in good faith and without notice of any such annulment or variation shall be affected thereby. The regulation herein contained for the proceedings of Directors shall so far as not altered by any regulations made by the Directors, apply also to the meetings and proceedings of any committee.
- Power of Directors to appoint**
150. Subject to any terms or conditions imposed by the Board, a committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the Members present, and in the case of any equality of votes, the Chairman shall have second or casting vote. Where at the meeting only two (2) Members form a quorum or are competent to vote on the question at issue, the Chairman shall not have a second or casting vote.
- Meeting of Committees**
151. A committee, local board or agency, may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting, the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Members present may choose one (1) of their number to be Chairman of the meeting.
- Chairman of Committees**
152. A resolution in writing signed or approved by letter or telefax or other electronic means by the Members of a Committee and who are sufficient to form a quorum, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted. Any such resolution may be executed in any number of counterparts, each signed by one or more Members of the Committee all of which taken together and when delivered to the Secretary of the Committee, shall constitute as one and the same resolution.
- Circular resolution of Committees**

VALIDATION OF ACTS OF DIRECTORS

153. All acts done bona fide at any meeting of the Directors, or of a Committee of Directors, or by any person acting as a Director, shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or person acting as aforesaid, or that they or any of them were disqualified to be a Director, be as valid as if every such person had been duly appointed and qualified to be a Director.
- Directors' act to be valid**

MINUTES AND REGISTER

154. The Directors shall cause minutes to be duly entered in books provided for the purpose:-
- Minutes to be entered into Minutes Book**
- (a) of all appointments of officers;
 - (b) of all the names of the Directors present at each meeting of the Directors and of any Committee of Directors and of the Company in general meeting;
 - (c) of all resolutions including resolutions in writing and proceedings of general meetings and of meetings of the Directors and Committees of Directors local board or agency; and
 - (d) of all orders made by the Directors and any Committee of Directors.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without further proof of the facts thereon stated.

155. The Company shall be in accordance with the provisions of the Act, keep at the registered office of the Company, a register containing such particulars with respect to the Directors, Managers and Secretaries of the Company as are required by the Act, and shall from time to time notify the Registrar of any change of such register and the date of change in manner prescribed by the Act.
- Directors to comply with Act**
156. The books containing the minutes of proceedings of any general meeting shall be kept by the Company at the registered office.
- Minutes kept at registered office**
157. The Company shall also keep at the Company's registered office, registers which shall be open to the inspection of any Member without charge and to any other person on payment for each inspection of a prescribed fee all such matters required to be registered under the Act.
- Registers kept at registered office**

SECRETARY

158. Secretary or Secretaries shall, in accordance with the Act, be appointed by the Directors for such term, at such remuneration, and upon such conditions as the Directors think fit and without prejudice to his or their contracts of employment with the Company, any Secretary or Secretaries
- Secretary**

so appointed may be removed by them at any time. The Directors may from time to time by resolution appoint a temporary substitute for the Secretary or Secretaries who shall be deemed to be the Secretary during the term of his appointment.

AUTHENTICATION OF DOCUMENTS

159. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the Constitution of the Company and any resolutions passed by the Company or the Directors and any books, records, documents, Financial Statements, accounting and other records relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts. **Authentication of documents**
160. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of the Directors which is certified as such in accordance with the provisions of Article 159 shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors. **Conclusive evidence of resolutions and extract of minutes of meetings**

SEAL

161. The Directors shall provide for the safe custody of the Seal at such place and with such person as they deem fit and shall only be used pursuant to a resolution of the Directors or of a Committee of the Directors authorised to use the Seal. Every instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose. **Authority for use of Seal**
162. The Company may also have a Share seal pursuant to Section 63 of the Act. The Share Seal is a duplicate or facsimile of the Seal with the addition on its face of the words “**Share Seal**” which is specifically used for sealing Share certificates issued by the Company in respect of any Share, stock, loan stock, debenture as defined in the Act, or other marketable security created or issued by the Company. The Directors may by resolution determine that such signatures may be affixed by facsimile, autographic or other mechanical means to be specified in such resolution.
163. The Company may exercise the powers conferred by the Act with regard to having an official Seal for use abroad, and such powers shall be vested in the Directors.

ACCOUNTS

164. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of balance-sheets and other documents as required by the Act and shall from time to time determine whether and to what extent and at what time and places and under what conditions or **Books of account open to inspection by Directors**

regulations the accounting and other records of the Company or any of them shall be open to the inspection of Members not being Directors and no Members (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting. The books of accounts or records or operations shall be kept at the registered office of the Company or at such other place as the Directors think fit and shall always be opened to inspection by the Directors.

165. The Directors shall from time to time, cause to be prepared and laid before the Company in general meeting the audited financial statements and directors' report in accordance with the Act. The interval between the close of a financial year of the Company and the issue of the annual financial statement, the directors' and auditors' reports shall not exceed four (4) months. A copy of each audited financial statements, the Directors' and Auditors' reports in printed form or in CD-ROM or other electronic form permitted under the Listing Requirements or any combination thereof, shall not less than twenty-one (21) days before the date of the annual general meeting, be sent to every Member of the Company under the provision of the Act or of this Constitution. The requisite number of copies of each such document as may be required by the Exchange, shall at the same time be forwarded to the Exchange upon which the Company is listed. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or outside Malaysia but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the registered office of the Company.
- To whom copies of profit and loss accounts etc. may be sent**

AUDIT

166. Auditors shall be appointed and their duties regulated in accordance with Sections 267 to 287 of the Act.
- Appointment and duties of auditors**
167. The Company at each annual general meeting shall appoint an Auditor or Auditors to hold office until the conclusion of the next annual general meeting and their appointment, remuneration, rights and duties, removal and resignation shall be regulated by the Act.
- Auditors entitled to attend general meeting**

DIVIDENDS AND RESERVES

168. The Company may, with the Directors' authorisation, declare dividends only when the Company is solvent. No dividend shall exceed the amount recommended by the Directors.
- Declaration of dividends**
169. No dividend shall be paid other than out of profits nor shall bear interest against the Company.
- Dividend paid out of profits**
170. The Directors may if they think fit from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time, the Share capital of the Company is divided into different classes, the Directors may pay such interim dividends in respect of those Shares in the capital of the
- Application of profits**

Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those Share which confer on the holders thereof preferential rights with regard to dividend and provided that the Directors act bona fide they shall incur any responsibility to the holders of Shares conferring any preferential rights with regard to dividend by the payment of an interim dividend on any Shares having deferred or non-preferential rights. The Directors may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of the opinion that the profits justify the payment.

171. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide. **Directors may form reserve fund and invest**
172. Subject to the rights of persons, if any, entitled to Shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the dividend is paid but no amount paid or credited as paid on a Share in advance of call shall be treated for the purposes of this Article as paid on the Share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid the Shares during any portion or portions of the period in respect of which the dividend is paid but if any Share is issued on terms providing that it shall rank for dividend as from a particular date that Share shall rank for dividend accordingly. **Payment of Dividends**
173. The Directors may deduct from any dividend payable to any Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the Shares of the Company held by him. **Deduction of dividends**
174. The Directors may retain the dividends payable upon Shares in respect of which any person is under the provision as to the transmission of Shares hereinbefore contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such Shares or shall transfer the same. **Dividends due may be retained until registration**
175. All dividends unclaimed for one (1) year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company in accordance with the provision of the Unclaimed Moneys Act, 1965. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a Share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed for a period of six (6) years from the date of declaration shall be dealt with by the Directors under the Unclaimed Moneys Act 1965. **Unclaimed dividends may be invested**

176. The Company may, upon recommendation of the Directors, direct payment of a dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up Shares, debenture or debenture stock of any other company or in any one or more of such ways and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.
- Distribution of specific assets**
177. Any dividend, interest or other money payable in cash in respect of Shares may be paid by cheque or warrant sent through the post directed to the registered address of the Member or paid by electronic transfer of remittance or such other mode of electronic means (subject to the provision of the Act, the Depositories Act and the Rules of the Depository, the Listing Requirements and/or other regulatory authorities) to the bank account of the holders whose name appear in the Register or Record of Depositors or to such person and to such address as the holder may in writing direct. Every such cheque or warrant or electronic transfer of remittance shall be made payable to the order of the person to whom it is sent, or to such person as the holder or person or persons entitled to the Share in consequence of the death or bankruptcy of the holder may direct and the payment of any such cheque or warrant or by such electronic means shall operate as a good discharge to the Company in respect of the money represented thereby, notwithstanding that it may subsequently appear that the cheque or warrant has been stolen or that the endorsement thereon has been forged or of any discrepancy given by the Member in the details of the bank account(s). Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.
- Payment by cheque/ electronic transfer**

CAPITALISATION OF PROFITS

178. The Company in general meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amount for the time being unpaid on any Shares held by such Members respectively or paying up in full unissued Shares or debentures of the Company to be allotted, distributed and credited as fully paid up to and amongst such Members in the proportion aforesaid, or partly in the one way and partly in the other and the Directors shall give effect to such resolution.
- Capitalisation of profits**
179. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments
- Power of applications of undivided profits**

and issues of fully paid Shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash in discharging debentures of the Company or otherwise as they think fit for the case of Shares or debentures becoming distributable in fractions, and also to authorize any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares or debentures to which they may be entitled upon such capitalization, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits of the amounts remaining unpaid on their existing Shares, and any agreement made under such authority shall be effective and binding on all such Members.

LANGUAGE

180. Where any accounts, minute books or other records required to be kept by the Act are not kept in Bahasa Malaysia or English language, the Directors shall cause a true translation of such accounts, minute books and other records to be made in either English or Bahasa Malaysia, from time to time at intervals of not more than seven (7) days and shall cause such translation to be kept with the original accounts, minute books and other records for so long as the original accounts, minute books and other records are required to be kept by the Act.
- Translation**

NOTICES

181. The notice of meeting shall be given to any Member:-
- Service of Notices**
- (a) in hard copy, either personally or sent by post to him in a prepaid letter addressed to him at his last known address;
 - (b) in electronic form, and sent by the following electronic means:
 - (i) transmitting to his last known electronic mail address; or
 - (ii) publishing the notice of meeting on the Company's website provided that a notification of the publication of the notice of meeting on the website via hard copy or electronic mail or short messaging service has been given in accordance with Section 320 of the Act and the Listing Requirements; or
 - (iii) using any other electronic platform maintained by the Company or third parties that can host the information in a secured manner for access by the Members provided that a notification of the publication or availability of the notice of meeting on the electronic form via hard copy or electronic mail or short

messaging service has been given to them accordingly.

182. Any notice of meeting shall be deemed to have been served by the Company to any Member:- **When service effected**
- (a) where the notice of meeting is sent in hard copy by post, on the day the prepaid letter, envelope or wrapper containing such notice is posted.
- In providing service by post, a letter from the Secretary certifying that the letter, envelope or wrapper containing the notice of meeting was addressed and posed to the Member shall be sufficient to prove that the letter, envelope or wrapper was so addressed and posed.
- (b) Where the notice of meeting is sent by electronic means:-
- (i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to Article 181(b)(i), provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company;
- (ii) via publication on the Company's website, on the date the notice of meeting is first made available on the Company's website provided that the notification on the publication of the notice of meeting on the website has been given pursuant to Article 181 (b)(ii); or
- (iii) via electronic platform maintained by the Company or third parties, on the date the notice of meeting is first made available thereon provided that the notification on the publication or availability of the notice of meeting on the relevant electronic platform has been given pursuant to Article 181 (b)(iii).
183. A Member's address, electronic address and any other contact details provided to Bursa Depository shall be deemed as the last known address, electronic address and any other contact details respectively for purposes of communication including but not limited to service of notice of meeting to the Member. **Contact details**
184. A notice of meeting required to be sent to the Members may be given by the Company to the persons entitled to a Share in consequence of the death or bankruptcy of a Member by sending it through representatives of the deceased or assignee of the bankrupt or by any like description, at his last known address, in any manner in which the same might have been served if the death or bankruptcy has not occurred. Every person who by operation of law, transfer, transmission or other means whatsoever shall become entitled to any Share, shall be bound by every notice of meeting in respect of such Share which, prior to his name and/or address being entered in the Register of Members as the registered holder of such Share have been duly given to the person from whom he derives the title to such Share. **Notice in case of death or bankruptcy**

185. Notice of every general meeting shall be given in any manner hereinbefore to:- **Who may receive notice**
- (a) every Member;
 - (b) every Director;
 - (c) every person entitled to a Share in consequence of the death or bankruptcy of a Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
 - (d) the Auditor for the time being of the Company; and
 - (e) the Exchange.
- Save as otherwise provided in this Constitution or in the Act, no other person shall be entitled to receive notices of general meeting.
186. Notwithstanding that a meeting of the Company is convened by shorter notice than that specified in this Article, it shall be deemed to have been properly convened if it is so agreed:- **Agreement to shorter notice**
- (a) in the case of an annual general meeting, by all the Members entitled to attend and vote at the meeting; and
 - (b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per centum (95%) in the number of the Shares giving that right.
187. The accidental omission to give notice of a meeting or (in cases where instruments of proxy are sent out with the notice) the accidental omission to send an instrument of proxy to, or the non-receipt of either or both by, any person entitled to receive the notice shall not invalidate the proceedings at that meeting. **Omission or non-receipt of notice**

WINDING-UP

188. If the Company is wound up the liquidator may, with the sanction of a Special Resolution of the Company, divide amongst the Members in kind the whole or any part of the assets of the Company (whether they consist of the property of the same kind or not) and may for that purpose set each value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the Members. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, think fit, but so that no Member shall be compelled to accept any Shares or other Securities whereon there is any liability. **Distribution of assets in specie**
189. Save that this Article shall be without prejudice to the rights of holders of Shares issued upon special terms and conditions, the following provisions shall apply:- **Rights of holders of Shares on winding-up**

- (a) If the Company shall be wound up and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid-up capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the Members in a proportion to the capital paid-up, or which ought to have been paid up at the commencement of the winding-up, on the Shares held by them respectively; and
- (b) If in the winding-up, the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the Members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up, on the Shares held by them respectively.

190. On the voluntary liquidation of the Company, no commission or fee shall be paid to the Liquidator unless it shall have been approved by Members in general meeting. The amount of such payment shall be notified to all Members at least seven (7) days prior to the meeting at which it is to be considered.

**Voluntary
liquidation**

SECRECY CLAUSE

191. Save as may be provided by the Act, no Member shall be entitled to enter into or upon or inspect any premises or property of the Company nor to require discovery of any information respecting any detail of the Company's trading, manufacturing or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it would be inexpedient in the interest of the Members of the Company to communicate to the public.

**Discovery of
Company's
confidential
information**

INDEMNITY

192. Subject to the provisions of the Act, the Company may indemnify any Director or other officer against any liability and purchase and maintain for any Director or other officer or Auditor insurance against any liability. Subject to those provisions, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director or other officer of the Company shall be indemnified, and if the Board so determines the Auditors may be indemnified out of the assets of the Company, against any liability incurred by him as a Director or other officer of the Company, or as Auditor, in defending any proceedings (whether civil or criminal) in which judgment is given in his favor or he is acquitted or in connection with any application under the Act in which relief is granted to him by the court.

Indemnity

RECONSTRUCTION

193. On the sale of the undertaking of the Company, the Directors or the Liquidators on a winding-up may, if authorised by a Special

Reconstruction

Resolution, accept fully paid or partly paid-up Shares, debentures or Securities of any other company, either then existing or to be formed for the purchase in whole or in part of the property of the Company, and the Directors (if the profits of the Company permit), or the liquidators (on a winding-up), may distribute such Shares or Securities, or any property of the Company amongst the Members without realisation, or vest the same in trust for them and any Special Resolution may provide for the distribution or appropriation of the cash, Shares or other Securities, benefits or property, otherwise than in accordance with the strict legal rights of the Members or contributories of the Company, and for valuation of any such Securities or property at such price and in such manner as the meeting may approve, and all holders of Shares shall be bound to accept and shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in the case of the Company which is proposed to be or is in the course of being wound up, such statutory rights (if any) under Section 457 of the Act as are incapable of being varied or excluded by this Constitution.

COMPLIANCE WITH STATUTES, REGULATION AND RULES

194. The Company shall comply with the provisions of the relevant governing statutes, regulations and rules as may be amended, modified or varied from time to time or any other directive or requirement imposed by the Exchange, the Depository and other appropriate authorities, to the extent required by law, notwithstanding any provision in this Constitution to the contrary.
- Compliance with statutes, regulations and rules**

EFFECTS OF LISTING REQUIREMENTS

195. (a) Notwithstanding anything contained in this Constitution, if the Listing Requirements prohibit an act being done, the act shall not be done.
- (b) Nothing contained in this Constitution prevents an act being done that the Listing Requirements require to be done.
- (c) If the Listing Requirements require an act to be done or not to be done, authority is deemed to be given under this Constitution for that act to be done or not to be done (as the case may be).
- (d) If the Listing Requirements require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision.
- (e) If the Listing Requirements require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision.
- Effects of listing Requirements**

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- (f) If any provision of this Constitution is or becomes inconsistent with the Listing Requirements, this Constitution is deemed not to contain that provision to the extent of the inconsistency.